

**OFFICIAL FILE
ILLINOIS COMMERCE COMMISSION**

ORIGINAL

Docket No. ~~99-0393~~

00-0025

Village Utility, Inc.

APPLICATION FOR CERTIFICATION OF
LOCAL AUTHORITY TO OPERATE AS A
RESELLER OR FACILITIES BASED CARRIER
OF TELECOMMUNICATIONS SERVICES
IN THE STATE OF ILLINOIS

ILLINOIS
COMMERCE COMMISSION
JAN 12 3 16 PM '00
CHIEF CLERK'S OFFICE

**APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER**
(Use additional sheets as necessary.)

GENERAL

1. Applicant's Name (including d/b/a, if any) FEIN # _____

Village Utility, Inc.

Address: Street 925 N Milwaukee Ave.

City Wheeling State/Zip IL 60090

2. Authority Requested: (Mark all that apply) x 1 3 - 4 0 3 J - 1 3 - 4 0 4 x 1 3 - 4 0 5

3. Request for waivers/variances: In applications for exchange service authority under Sections 13-404 or 13-405, waivers of Part 710 and of Section 735.180 of Part 735 are generally requested. In applications for interexchange service authority under Sections 13-403 and 13-404, waivers of Part 710 and Part 735 are generally requested. Please indicate which waivers Applicant is requesting.

X Part 710 X Part 735 X Section 735.180 _____ Other

4. In what area of the state does the Applicant propose to provide service?

Applicant intends to provide service throughout the State of Illinois.

Please attach a sheet designating contact persons to work with Staff on the following:

- a) issues related to processing this application
- b) consumer issues
- c) customer complaint resolution
- d) technical and service quality issues
- e) "tariff" and pricing issues
- f) 9-1-I issues

g) security/law enforcement

Please identify each contact person's (i) name, (ii) title, (iii) mailing address, (iv) telephone number, (v) facsimile number, and (vi) e-mail address, if any.

Attached as Exhibit A

5. Please check type of organization?

☐ Individual

☒ Corporation

☐ Partnership

Date corporation was formed June 16, 1999

In what state? Delaware

☐ Other (Specify)

6. Submit a copy of articles of incorporation and a copy of certificate of authority to transact business in Illinois.

Attached as Exhibit B

7. List jurisdictions in which Applicant is offering service(s)

Applicant is currently not offering service in any jurisdictions.

8. Has the Applicant, or any principal in Applicant, been denied a Certificate of Service or had its certification revoked or suspended in any jurisdiction in this or another name?

☐ YES (Please provide details) ☒ NO

9. Have there been any complaints against the Applicant in any other jurisdiction?

☐ YES ☒ NO

If YES, describe fully. _____

10. Will the Applicant keep its books and records in Illinois? ☒ YES ☐ NO

If NO, permission pursuant to 83 Ill. Adm Code Part 250 needs to be requested.

MANAGERIAL

11. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in either narrative form, resumes of key personnel, or a combination of these forms.

Attached as exhibit C

12. List officers of Applicant.

Ronald W. Gavillet

CEO and Chairman

Carter B. Ransom

President

13. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services? ☐ YES ☒ NO

If YES, list entity. _____

14. How will Applicant bill for its service(s)? Applicant will bill customers directly

15. How does Applicant propose to handle service, billing, and repair complaints?

Customer Service Representatives will be available Service. Billing and Repair. Complaints Via a Toll Free Number.

16. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing? ☒ YES ☐ NO

17. What telephone number(s) would a customer use to contact your company?

(847) 919-1128

18. What are your procedures to prevent unauthorized "slamming" of customers?

Applicant will confirm all orders to change telephone services in accordance with Illinois Commerce Commission rules and one of four verification processes established by the FCC.

19. If granted authority to operate as a local exchange carrier, will the applicant abide by the following 83 Illinois Administrative Code Parts: 705, 710, 720, 725, 735, 755, 756, 757, 770, and 772?

☒ YES ☐ NO (If no, please provide an explanation.)

20. Will the applicant sign and return membership forms to the Universal Telephone Assistance Corporation and the Illinois Telecommunications Access Corporation? ☒ YES ☐ NO

FINANCIAL

21. Please attach evidence of applicant's financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.

Attached as Exhibit D

TECHNICAL

22. Does Applicant utilize its own equipment and/or facilities? ☒ YES ☐ NO

If YES, please list:

Applicant plans to offer Broadband internet Services by deploying Digital Subscriber Line (DSL) equipment co-located in Central.

If NO, which facility provider(s)'s services does Applicant use?

23. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, local service).

Local exchange services such as "high speed digital subscriber line (DSL) services for Internet Access.

24. Will technical personnel be available at all times to assist customers with service problems?

 X YES NO

25. If Applicant intends to provide payphone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls? X YES NO


(Signature of Applicant)

VERIFICATION

This application shall be verified under oath.

OATH

State of Illinois)

County of Sangamon)ss

Carter Ransom makes oath and says that he is President

of Village Utility, Inc.

that he has examined the foregoing application and that to the best of his knowledge, information, and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.

Cate B. Ransom
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public/ Pamela J. Gustafson
(Title of person authorized to administer oaths)

in the State and County above named, this 12th day of January, 2000



(Signature of person authorized to administer oath)

Exhibit A

Contact Persons to Work With Staff

Contact Persons to work with staff on the following:

- a) issues related to processing this application

Patrick D. Crocker, Attorney
Early, Lemon, Peters & Crocker, P.C.
900 Comerica Building
Kalamazoo, MI 49007
Telephone: (616) 381-8844
Facsimile: (616) 349-8525
E-mail dgcrocker@voyager.net

- b) consumer issues

Michael J. Tack
Vice President, Operations
925 N. Milwaukee Ave.
Wheeling, IL 60090

Telephone: (847) 919-1022
Facsimile: (847) 919-2022
E-mail: mike@villageutility.com

- c) customer complaint resolution

Michael J. Tack
Vice President, Operations
925 N. Milwaukee Ave.
Wheeling, IL 60090

Telephone: (847) 919-1022
Facsimile: (847) 919-2022
E-mail: mike@villageutility.com

- d) technical and service quality issues

Michael J. Tack
Vice President, Operations
925 N. Milwaukee Ave.
Wheeling, IL 60090

Telephone: (847) 919-1022
Facsimile: (847) 919-2022
E-mail: mike@villageutility.com

e) "tariff" and pricing issues

Michael J. Tack
Vice President, Operations
925 N. Milwaukee Ave.
Wheeling, IL 60090

Telephone: (847) 919-1022
Facsimile: (847) 919-2022
E-mail: mike@villageutility.com

f) 9-1-1 issues

Michael J. Tack
Vice President, Operations
925 N. Milwaukee Ave.
Wheeling, IL 60090

Telephone: (847) 919-1022
Facsimile: (847) 919-2022
E-mail: mike@villageutility.com

g) security/law enforcement

Michael J. Tack
Vice President, Operations
925 N. Milwaukee Ave.
Wheeling, IL 60090

Telephone: (847) 919-1022
Facsimile: (847) 919-2022
E-mail: mike@villageutility.com

EXHIBIT B

Articles **of Incorporation**

and

Certificate of Authority to Transact Business

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/16/1999
991943222 - 3057217

CERTIFICATE OF INCORPORATION

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

I. The corporate name is VILLAGE UTILITY, INC.

II. The address of the registered office of the corporation in the State of Delaware is 11th Floor, Rodney Square North, 11th and Market Streets, Wilmington, New Castle County, Delaware 19801. The registered agent in charge thereof is CORPORATION GUARANTEE AND TRUST COMPANY.

III. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

IV. The amount of the total authorized capital stock of this corporation is 1,000 shares without par value.

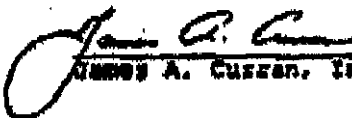
V. The Board of Directors is authorized and empowered to adopt, amend and repeal the By-Laws of the corporation.

VI. The name and address of each Incorporator is as follows:

Name	Address
James A. Curran	701 Architects Building 117 South 17 th Street Philadelphia, PA 19103-5090

VII. To the fullest extent permitted by the Delaware General Corporation Law a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of June, 1999.


James A. Curran, Incorporator

File Number 6083-263-3

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF VILLAGE UTILITY, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 27TH day of DECEMBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH



Jesse White

Secretary of State

C-212.3

Form **BCA-13.15**
(Rev. Jan. 1999)

**APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62758
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

DEC 27 1999

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by
Secretary of State

Date 12-27-99

License Fee \$

Franchise Tax \$ 25

Filing Fee \$ 25

Penalties \$

Approved: 100 ⁰²

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) **CORPORATE NAME:** Village Utility, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

- (b) **ASSUMED CORPORATE NAME:**

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in a transaction of business in Illinois. Form BCA 4.15 is attached.)

EXPEDITED

DEC 27 1999

2. (a) **State or Country of Incorporation:** Delaware

- (b) **Date of Incorporation:** June 16, 1999

- (c) **Period of Duration:** Perpetual

SECRETARY OF STATE

3. (a) **Address of the principal office, wherever located:**

701 Architects Building

117 South 17th Street

Philadelphia, PA 19103-6090

- (b) **Address of principal office in Illinois:**

(If none, so state)

1124 Oak Ridge Drive

Glencoe, Illinois 60022

4. **Name and address of the registered agent and registered office in Illinois.**

Registered Agent Ronald W. Gavillet

First Name Middle Name Last Name

Registered Office 1124 Oak Ridge Drive

Number Street Suite #

Glencoe, Illinois 60022 Cook

City Zip Code County

5. **States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)**

6. **Names and residential addresses of officers and directors:**

Name	No. & Street	City	State	ZIP
President	Carter Ransom, 798 Inverness Drive, Aurora, Illinois 60504			
Secretary	Ronald W. Gavillet, 1124 Oak Ridge Drive, Glencoe, Illinois 60022			
Director	Carter Ransom, 798 Inverness Drive, Aurora, Illinois 60504			
Director	Ronald W. Gavillet, 1124 Oak Ridge Drive, Glencoe, Illinois 60022			
Director				

If more than 3, attach list

P.D. 70101

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

The transaction of any or all lawful businesses for which corporations may be incorporated under the General Corporation Law of Delaware and as permitted by the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	1	NPV	1,000	1,000

9. Paid-in Capital: \$ 1,000.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year:

\$ 10,000,000

(b) Give an estimate at the total value of all the property* of the corporation for the following year that will be located in Illinois:

\$ 10,000,000

(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year:

\$ 500,000

(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois:

\$ 500,000

11. Interrogatories: (Important —this section must be completed.)

1124 Oak Ridge Drive

Glencoe, IL 60022

* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:

(b) Number of shares of all classes owned by residents of Illinois: 1,000

(c) Number of shares of all classes owned by non-residents of Illinois: 0

(d) Is the corporation transacting business in this state at this time? No

(e) If the answer to item 11 (d) is yes, state me exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true, (All signatures must be in **BLACK INK**.)

Dated December 20, 1999 Village Utility, Inc.

(Month & Day)

(Year)

(Exact Name of Corporation)

attested by

(Signature of Secretary or Assistant Secretary)

(Signature of President or Vice President)

Ronald W. Gavillet, Secretary

(Type or Print Name and Title)

by Ronald W. Gavillet, President C&C Co.

(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the responses to #11(a) list ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

C-171.11

P.D. 3128073900
Page 4

HOLLEB COFF

Received: 1/10/00 10:44
JAN-10-2000 10:44

Exhibit C

Managerial, Technical Resources

Manaserial. Technical Resources

Carter B. Ransom, President

Mr. Ransom is an executive level manager with a broad background and direct experience in both small-business and large corporate environments, with an emphasis in strategic marketing. He has served as VP of Marketing & Sales for One Stop Telecommunications; VP of Marketing and Strategic Development and Ameritech; National Account Manager for MCI; Telecommunications Advisor to the Governor of Illinois; and Director of the Illinois Task Force on Advanced Telecommunications and Technology. Carter has a MBA and BA from Sangamon State University and has taken courses at the Northwestern's Kellogg School of Management.

Ronald W. Gavillet, CEO

Mr. Gavillet has over 15 years of executive experience on telecommunications industry economic and regulatory matters. He has a successful track record managing corporate strategy, legal, regulatory, and external affairs. He served as Counsel and Senior Manager for MCI Telecommunications; Partner for Hopkins & Sutter (a Chicago-based law firm); and Associate for Skadden, Arps, Slate, Meagher & Flom. He also served as Executive VP of Strategy and External Affairs for USN Communications. Ron holds a MM from Northwestern's Kellogg School of Management, a JD from Catholic University of America, and a BA/BS (with High Honors) from Southern Illinois University.

Michael J. Tack, Vice President of Operations

Mr. Tack has over three decades of hand-on experience in the Telecommunications Industry, with the last five years at the senior management level. He has demonstrated key leadership, organization, communication and problem-solving skills in his 33 years with Ameritech, including in such positions as General Manager and Director of Information Service for Ameritech, and Operations and Technical Manager for Illinois Bell. Most recently, he served as Vice President of Operations for InterAccess ISP (a CLEC), responsible for DSL deployment and EDI order processing.

Exhibit D

Financials

Balance Sheet
And Income
Statement Filed
Under Seal

EXHIBIT D

Attached is the most recent balance sheet and income statement for Village Utility's affiliate PowerUser Technologies. Village Utility and PowerUser are each wholly owned subsidiaries of the same holding company, TNHC Inc. PowerUser has been in the business of providing computer systems integration and Internet access services for over five years and has over 25 employees. The shareholders of TNHC have committed to support the working capital requirements and other resources required of Village Utility, including through providing support from PowerUser.

Chart of Accounts

Village Utility, Inc.

Income Statement

Revenues:

Interstate

Intrastate

Pic-c

USF

800 Intrastate

800 Interstate

Direct Costs:

Carrier Costs

Gross Margin

Billing Costs

Commissions

Tax Processing

Credit Verification

Bad Debts

Salaries

Employee Expenses

Workman's Comp

Training

Travel Costs

Advertising

Marketing

Recruitment

Bank charges

Communications Costs

Insurance

Legal Fees

Licenses & Permits

Postage and Delivery

Professional Fees

Tariffs

Telephone

Utilities

Interest Income

Net Income

Balance Sheet

Cash

Accounts Receivable

Prepaid Expense

Total current Assets

Fixed Assets

Accumulated Depreciation

Net Fixed Assets

Total Assets

Accounts Payable

Accrued Expenses

Deferred Revenue

Notes Payable

Total Liabilities

Common Stock

Preferred Stock

Paid in Capital

Retained Earnings

Treasury Stock

Shareholders Equity

Sources and Uses of Cash

Beginning Cash balance

Depreciation

Changes in Working Capital

Accounts Receivable

Prepaid Expenses

Accounts Payable

Accrued Expenses

Deferred Revenue

Cash Used in Operation

Fixed Asset Additions

Expenses Paid

Net change in Cash balance

Ending Cash Balance